

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF INDIANA
NEW ALBANY DIVISION

IN RE:)	Chapter 11
)	
EASTERN LIVESTOCK CO., LLC)	Case No. 10-93904-BHL-11
)	
Debtor.)	Hon. Basil H. Lorch III

**AFFIDAVIT OF TERRY E. HALL IN SUPPORT OF APPLICATION
TO EMPLOY BAKER & DANIELS LLP AS COUNSEL
TO CHAPTER 11 TRUSTEE**

Terry E. Hall, under penalty of perjury, says:

1. I am an attorney admitted to practice before the United States District Court for the Southern District of Indiana and a partner in the firm of Baker & Daniels LLP. Baker & Daniels LLP maintains offices in Indiana (Indianapolis, Fort Wayne, and South Bend), Illinois (Chicago), Washington, D.C., and China (Beijing). I practice in the Baker & Daniels LLP's office located at 300 N. Meridian Street, Suite 2700, Indianapolis, Indiana 46204.

2. In preparing this affidavit, I submitted, or caused to be submitted, for review pursuant to Baker & Daniels LLP's conflicts check system the names of the parties identified to us by James A. Knauer, the chapter 11 trustee appointed in this case ("Trustee") as the debtor's largest secured and unsecured creditors, contract parties and other parties in interest. Except as disclosed herein, while Baker & Daniels LLP may have represented some of the parties on the list provided in the past, to the best of my knowledge such representations were and are not connected with the Trustee or his interests and are unrelated matters.

3. To the best of my knowledge neither Baker & Daniels LLP nor I, nor any other member, associate or professional employee of Baker & Daniels LLP (collectively, "Firm") own or represent any interest materially adverse to the estate of the above-captioned debtor and

debtor-in-possession ("Debtor"). Moreover, to the best of my knowledge, other than as disclosed herein, the Firm has no present connection with Debtor's estate, its creditors or any other party in interest.

4. Notwithstanding the disclosures herein, the Firm may have, from time to time, represented and may currently represent one or more creditors of the Debtor in matters unrelated to the Debtor. If a controversy arises in this chapter 11 case creating a contested matter under Bankruptcy Rule 9014 or the need to assert or defend an adversary proceeding under Bankruptcy Rule 7001 et seq. involving a creditor that is a client of the Firm, the Firm will not represent either the Trustee or the creditor in such contested matter or adversary proceeding absent consent that resolves any prohibition for such representation under the Rules of Professional Conduct and any applicable statute or rules relating to this case. If necessary, I will assist the Trustee in retaining special counsel who the Trustee may need for any such representation.

5. Current representations that the Firm believes will not represent a conflict on the terms and conditions set forth herein include the Firm's representation of Fifth Third Bank, N.A. ("Fifth Third"). The Firm currently represents Fifth Third in matters unrelated to the chapter 11 case or the Debtor. Fifth Third is a creditor of the estate and has consented to the Firm's representation of the Trustee. However, Fifth Third has not consented to the Firm's representation of the Trustee with respect to any adversary proceeding or other action that the Trustee may commence directly against Fifth Third. The Firm has advised the Trustee of this exception to the consent received from Fifth Third and the Trustee accepts this exception. Notwithstanding the foregoing, the Firm does not believe that its representations of Fifth Third in unrelated matters will create a conflict of interest in this chapter 11 case. In the event a conflict

develops, the Firm will assist the Trustee in hiring conflicts counsel and will notify the Court and the U.S. Trustee.

6. To the best of my knowledge, no member or associate of the Firm is a relative of any judge of this Court.

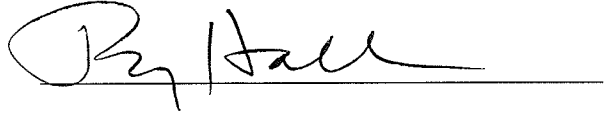
7. To the best of my knowledge, the Firm is not and has not been connected with any judge of this Court so as to render improper the employment of Baker & Daniels LLP as requested in the application.

8. The Firm has not received any compensation for services to be rendered in this case. I have advised the Trustee of the willingness of the Firm to serve as counsel in connection with this case based upon the Firm's standard hourly billing rates for similar services. I have also shared with Trustee all of the matters set forth above.

9. In view of the foregoing, I believe that Baker & Daniels LLP (i) does not hold or represent an interest adverse to the estate, and (ii) is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code. Baker & Daniels LLP understands its continuing responsibility to be aware of, and to further disclose, any relationship or connection between it and other parties-in-interest to the Debtor's bankruptcy estate and case as they appear or become recognized during the case. Accordingly we reserve the right to, and shall, supplement this disclosure if necessary as more information becomes known to us.

I affirm under penalty of perjury that the foregoing statements are true.

By:

A handwritten signature in black ink, appearing to read "Terry Hall", is written over a horizontal line.

Terry E. Hall (#22041-49)
James M. Carr (#3128-49)
Dustin R. DeNeal (#27535-49)
BAKER & DANIELS LLP
300 N. Meridian Street, Suite 2700
Indianapolis, IN 46204
Telephone: (317) 237-0300
Facsimile: (317) 237-1000
terry.hall@bakerd.com
jim.carr@bakerd.com
dustin.deneal@bakerd.com